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UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ABN AMRO MORTGAGE GROUP, INC.,

Plaintiff,

- against -

NATIONAL SETTLEMENT AGENCY, INC.,  
STEVEN M. LEFF, RACHEL M. LEFF AND  
RICHARD A. LEFF,

Defendants.

USDC SDNY  
DOCUMENT  
ELECTRONICALLY FILED  
DOC #:  
DATE FILED: SEP 11 2007

Case No. 07-CIV-7657 (LTS)

STIPULATION AND (PROPOSED)  
ORDER OF SUBSTITUTION OF  
COUNSEL

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, that the law firm of Cahill Gordon & Reindel LLP hereby is substituted for Bryan Cave LLP as counsel of record for Plaintiff ABN AMRO Mortgage Group, Inc. ("AAMG") in the above-captioned action. Cahill Gordon & Reindel LLP requests that a copy of all papers henceforth served in this action be served upon Thomas J. Kavalier, a member of the firm, at the firm's office located at 80 Pine Street, New York, New York 10005.

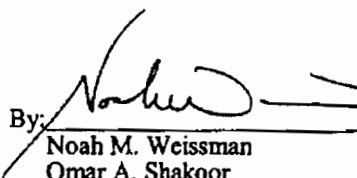
The supporting declaration of Thomas J. Kavalier is attached hereto pursuant to Local Civil Rule 1.4.

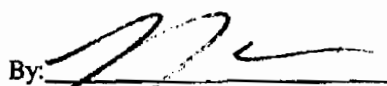
This substitution does not waive or otherwise impair any claims or defenses that AAMG may have available to it.

This Stipulation may be executed in counterpart.

Dated: September 5, 2007  
New York, New York

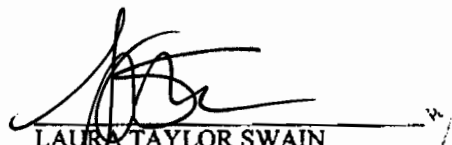
Respectfully submitted,

By:   
Noah M. Weissman  
Omar A. Shakoar  
BRYAN CAVE LLP  
1290 Avenue of the Americas  
New York, New York 10104

By:   
Thomas J. Kavalier  
David N. Kelley  
CAHILL GORDON & REINDEL LLP  
80 Pine Street  
New York, New York 10005  
Phone: (212) 701-3000  
Fax: (212) 269-5420

**SO ORDERED.**

Dated: New York, New York  
September 10, 2007

  
LAURA TAYLOR SWAIN  
United States District Judge

To: Richard A. Leff, Esq.  
National Settlement Agency, Inc.  
404 Park Avenue South, 5th Floor  
New York, New York 10016

*Attorney for Defendant National Settlement Agency, Inc.*